X-MEN
GRAND DESIGN
BY ED PISKOR
SECOND GENESIS
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ED PISKOR 2017
MARVEL

X-MEN
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SECOND GENESIS
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AXEL ALONSO
X-MEN CREATED BY STAN LEE AND JACK KIRBY

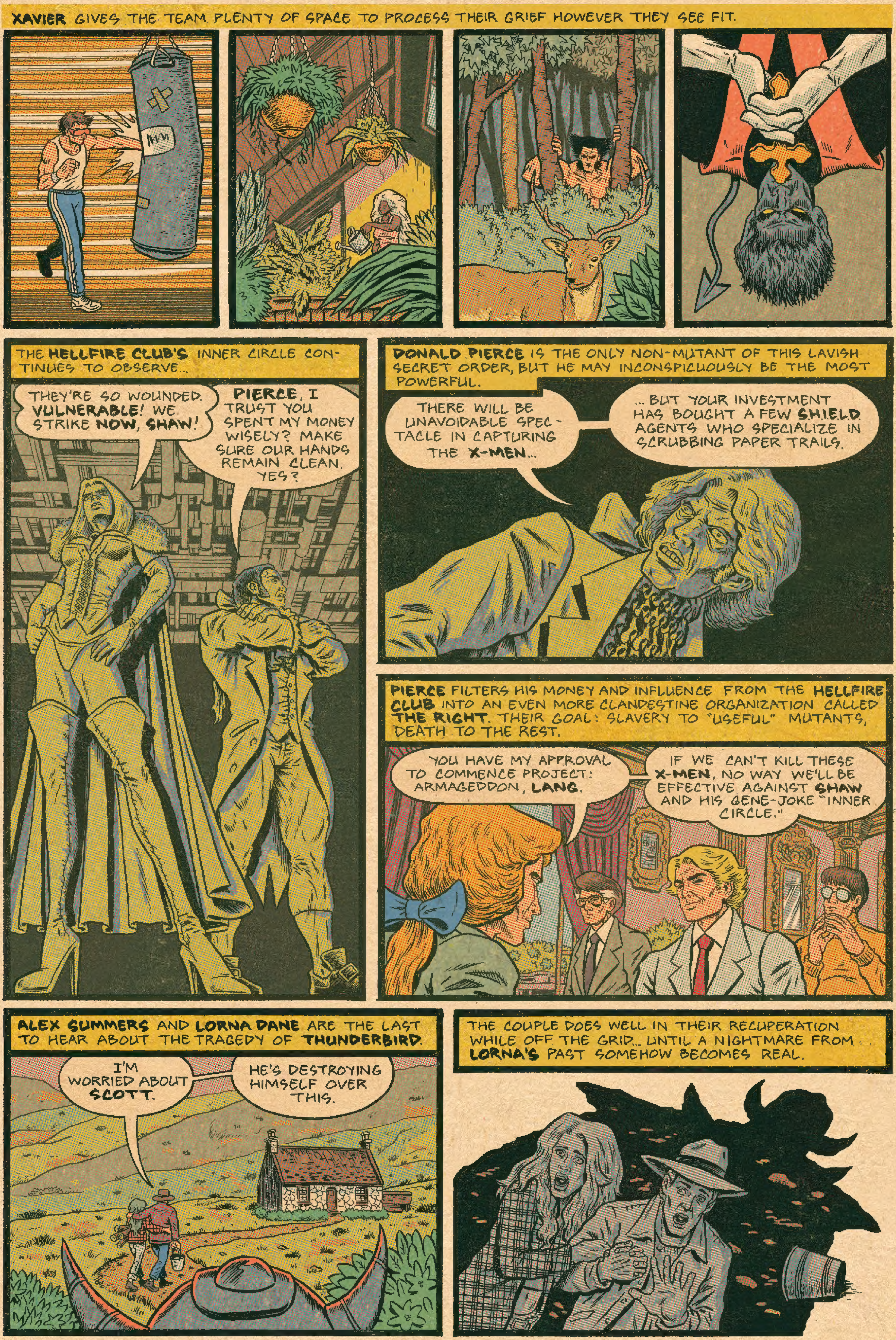
FOR SOME REASON, CHARLES XAVIER AND HIS STUDENTS AT THE SCHOOL FOR GIFTED YOUNGSTERS HAVEN'T BEEN ON CAMPUS FOR WEEKS. A ONCE-IN-A-LIFETIME OPPORTUNITY IS SEIZED UPON.
ROGER THAT, BLACK KING...
... ALL OF THE COMMON AREAS ARE TAPPED...
CHECK. THE DATA-LOGGER IS INSTALLED ON CEREBRO.
YES, SIR. DEPLOYING DANGER ROOM MONITORS NOW.
THEN, AFTER 27 MONTHS OF DARKNESS, THE MOTION DETECTORS WITHIN THE SPY EQUIPMENT ARE TRIGGERED INTO A LUMINESCENT NARROWCAST BEING RECORDED A FEW DOZEN MILES AWAY.
YOUR "EXPERTISE" FAILED! THESE ARE NOT THE X-MEN!
I--I DON'T UNDERSTAND. I SPENT SOME TIME IN THAT HOUSE BEFORE.
DON'T YOU DOLTS RECOGNIZE THE BALD CHAP AND THE BLOKE WITH THE SUNGLASSES?
"HE THAT CAN HAVE PATIENCE CAN HAVE WHAT HE WILL." BEN FRANKLIN
EMMA FROST, WHITE QUEEN
MASTERMIND, PROBATIONARY ALLY
HARRY LELAND, BLACK BISHOP
DONALD PIERCE, WHITE BISHOP
SEBASTIAN SHAW, BLACK KING

THOSE MANY MONTHS AGO, THE X-MEN LANDED ON KRAKOA ISLAND EXPECTING TO DISCOVER A WIDE-SPREAD MUTANT CIVILIZATION, ACCORDING TO DATA IN THE CEREBRO COMPUTER.
SCOTT!
GOOD LORD!
<choke>
CYCLOPS WAKES UP BACK HOME IN THE HANGAR BAY OF THE XAVIER MANSION.
WHERE ARE THE OTHERS, SCOTT?
PROFESSOR... I--I DON'T KNOW...
AFTER XAVIER EXITS THE CONFUSED MIND OF CYCLOPS.
MOIRA, I REGRET WE MUST IMPLEMENT SECOND GENESIS.
COME TO MUIR ISLAND! STAT!
BANSHEE IS THE FIRST RECRUIT FOR THE RESCUE MISSION.
WHO ELSE LOOKS PROMISING?
GLAD YE HAVE YER PASSPORT.
AFRICA. SHE BROUGHT CROP-BEARING RAINS TO HER NEIGHBORS. THEY WORSHIP HER LIKE A GOD.
ORORO MUNROE. STORM
GERMANY. THE CIRCUS ACROBAT WAS HARD TO PIN DOWN. TELE-PORTATION IS HIS SAFETY MECHANISM.
KURT WAGNER. NIGHTCRAWLER
RUSSIA. THE IMMENSE STRENGTH OF HIS METALLIC FORM IS A BIG HELP ON THE FAMILY FARM.
PETER RASPUTIN. COLOSSUS
CANADA. HE'S THE CROWN JEWEL OF THEIR MILITARY BUDGET. A CANTANKEROUS, NEARLY INDESTRUCTIBLE LITTLE MAN.
WEAPON X. WOLVERINE
JAPAN. HE AGREES TO HELP OUT THIS ONCE BECAUSE HE'D LIKE TO MEET MARVEL GIRL.
SHIRO YOSHIDA. SUNFIRE
USA. STRONG AS AN OX. FAST AS A HORSE. STUBBORN AS A MULE.
JOHN PROUDSTAR. THUNDERBIRD

SOMETHING IS CLOAKING KRAKOA'S LOCATION BUT CHARLES KNOWS IT'S A GIMMICK. ISLANDS DON'T JUST UP AND VANISH, AFTER ALL. HIS NEW MUTANTS ATTEMPT TO COHERE AS A TEAM DURING THIS LULL.
PUSHING CEREBRO TO ITS LIMITS, XAVIER CAN FAINTLY FEEL JEAN GREY RESIST THE OUTSIDE FORCES MANIPULATING HER INTO HIDING THE ISLAND'S COORDINATES. THIS MOMENTARY CHANCE IS ALL CYCLOPS AND HIS GREENHORNS NEEDED. THEY ARRIVE, FIGHTING THROUGH KILLER VENUS FLYTRAPS AND MURDEROUS THICKETS TO DISCOVER...
THERE BEGAN A DEBATE ABOUT THE BIOLOGICAL SAFETY OF CUTTING THE X-MEN DOWN. WOLVERINE DOESN'T MAKE DECISIONS BY COMMITTEE.
YOU... FOOLS...
DON'T YOU SEE ?
YOU WERE USED AS BAIT, SCOTT...
THIS ISLAND ISN'T CRAWLING WITH MUTANTS... THIS ISLAND IS THE MUTANT!

KRAKOA IS CURSED WITH REQUIRING THE CONSUMPTION OF MUTANT ENERGY TO SUSTAIN ITSELF, AND CYCLOPS JUST BROUGHT THE ISLAND A VERY NUTRITIOUS BREAKFAST.
THE BULK OF THE TEAM HACKS AND SLASHES THE MONSTER AT ITS ROOTS. POLARIS STRAINS TO REVERSE KRAKOA'S GRAVIMETRIC FORCE ON EARTH AND THE SPIN OF THE GLOBE DOES THE REST.
IT WAS AS IF THE SQUAD, OLD AND NEW, HAD A BUILT-IN, INSTINCTIVE RHYTHM TOGETHER.
..WHAT ARE WE GONNA DO WITH THIRTEEN X-MEN?
THE ORIGINAL MEMBERS PHYSICALLY RECOVER QUICKLY, BUT THE POST-TRAUMATIC STRESS OF BEING LEECHED FOR SO LONG PREVENTS MUCH OF THEIR EFFECTIVENESS IN BATTLE.
THIS IS... GOODBYE, PROFESSOR...
AWAY FROM PRYING EYES...
SCOTT, I KNOW IT WOULD BE SELFISH TO ASK YOU TO COME WITH ME...
...PLEASE JUST PROMISE NOT TO BE A STRANGER.
CHARLES XAVIER WAS FOOLISH IN THINKING HE'D REST EASY AFTER SUCCESSFULLY RESCUING HIS STUDENTS...

INEVITABLY, THE CLOSE CALLS AND NEAR MISSES RUN DRY.
I MAY KNOW MORE ABOUT THE HUMAN PSYCHE THAN ANYONE ELSE ON EARTH. I DON'T THINK MY MIND COULD EVER HANDLE A LOSS LIKE THIS AGAIN.
XAVIER REFLECTS ON PERHAPS RUSHING HIS NEW GROUP OUT TOO HASTILY UPON RECEIVING WORD THAT VALHALLA MISSILE BASE WAS BREACHED BY THE ANI-MEN THROUGH SOME SORT OF HIDDEN TELEPORTATION DEVICE.
THE REALITY IS THAT THE NATION'S NUCLEAR ARSENAL GETTING COMPROMISED IN THIS MANNER REQUIRED FAST, DECISIVE ACTION.
THE X-MEN DISCOVER COUNT NEFARIA IS THE SPEARHEAD OF THIS TERRORISM. THE SCHEME WAS YEARS IN THE MAKING.
C'MERE, SLICKER!
WHEN IT WAS CLEAR HIS MISSION FAILED, NEFARIA MADE IT WITHIN A HAIR'S BREADTH OF EVADING CAPTURE.
THUNDER-BIRD, STOP!
CHARLES XAVIER FELT THE LOSS IMMEDIATELY ALL THE WAY BACK IN WESTCHESTER COUNTY.
HIS NAME WAS CORPORAL JOHN PROUDSTAR. THE APACHE TRIBESMAN SERVED WITH SEVERAL OF THE FALLEN SOLDIERS FROM THE MISSILE BASE. AS THUNDERBIRD, HE DIED AN X-MAN.


XAVIER GIVES THE TEAM PLENTY OF SPACE TO PROCESS THEIR GRIEF HOWEVER THEY SEE FIT.
THE HELLFIRE CLUB'S INNER CIRCLE CONTINUES TO OBSERVE...
THEY'RE SO WOUNDED. VULNERABLE! WE STRIKE NOW, SHAW!
PIERCE, I TRUST YOU SPENT MY MONEY WISELY? MAKE SURE OUR HANDS REMAIN CLEAN. YES?
DONALD PIERCE IS THE ONLY NON-MUTANT OF THIS LAVISH SECRET ORDER, BUT HE MAY INCONSPICUOUSLY BE THE MOST POWERFUL.
THERE WILL BE UNAVOIDABLE SPECTACLE IN CAPTURING THE X-MEN...
... BUT YOUR INVESTMENT HAS BOUGHT A FEW S.H.I.E.L.D. AGENTS WHO SPECIALIZE IN SCRUBBING PAPER TRAILS.
PIERCE FILTERS HIS MONEY AND INFLUENCE FROM THE HELLFIRE CLUB INTO AN EVEN MORE CLANDESTINE ORGANIZATION CALLED THE RIGHT. THEIR GOAL: SLAVERY TO "USEFUL" MUTANTS, DEATH TO THE REST.
YOU HAVE MY APPROVAL TO COMMENCE PROJECT: ARMAGEDDON, LANG.
IF WE CAN'T KILL THESE X-MEN, NO WAY WE'LL BE EFFECTIVE AGAINST SHAW AND HIS GENE-JOKE "INNER CIRCLE."
ALEX SUMMERS AND LORNA DANE ARE THE LAST TO HEAR ABOUT THE TRAGEDY OF THUNDERBIRD.
I'M WORRIED ABOUT SCOTT.
HE'S DESTROYING HIMSELF OVER THIS.
THE COUPLE DOES WELL IN THEIR RECUPERATION WHILE OFF THE GRID... UNTIL A NIGHTMARE FROM LORNA'S PAST SOMEHOW BECOMES REAL.

ARE THESE THE MOST CAPABLE BEINGS TO ASSASSINATE **CHARLES XAVIER**?
THEY'RE PRACTICALLY FAMILY TO HIM, **EMPEROR D'KEN**.
THE **PHOENIX FORCE** IS ABOUT ONE MONTH FROM REACHING THE **EARTH'S** ORBIT.
D'KEN NERAMANI OF THE **SHI'AR EMPIRE** WOULD SOONER DESTROY THE UNIVERSE THAN ALLOW A HUMAN BEING TO HARNESS HER POWER.
THIS IS WHY **XAVIER** MUST DIE AT THE MIND-WARPED HANDS OF **HAVOK** AND **POLARIS**. **SHI'AR** SCIENCE HAS DEDUCED THAT THE **X-MEN** MUTANT-LEADER IS THE LIKELY HOST TO BOND WITH **PHOENIX**.
ALEX, STAND DOWN!
HAVOK AND **POLARIS** WERE NOT AROUND THE NEW **X-MEN** LONG ENOUGH TO BECOME FAMILIAR WITH THEIR TACTICS AND STRATEGIES.
THE HYPNOTIZED MUTANTS FAIL IN THEIR DUTIES, BUT PERHAPS THEY'LL MAKE SUITABLE BARGAINING CHIPS IN THE FUTURE.
CYCLOPS ONLY CAUGHT A GLIMPSE OF THE BIG, RUBY-COLORED MAN BEHIND THE CONSPIRACY. THAT'S ALL HE NEEDED TO SEE.
I JUST MIGHT GUT YOUR BROTHER LIKE A FISH, **ONE-EYE**!
I NEED TO TALK TO **JEAN** RIGHT AWAY.

YES, EVEN SUPERHUMAN MUTANTS GET INTO THE HOLIDAY SPIRIT, WHEN POSSIBLE.
..BAH!
HUMBUG?
HA HA! GOOD ONE, SEAN!
I DON'T UNDER-STAND THE JOKE?
THE TRIP TO THE CITY DOES HAVE A MORE SPECIFIC PURPOSE, THOUGH.
I--I... ARE YOU SURE, SCOTT?
JEAN, WE FOUGHT AN ENEMY STRAIGHT FROM YOUR SUBCONSCIOUS PROJECTIONS...
OF COURSE, TROUBLE, FOR THE X-MEN, IS OFTEN AROUND THE CORNER AT A MOMENT'S NOTICE.
IT TAKES MINUTES FOR JEAN GREY, BANSHEE, AND WOLVERINE TO DISAPPEAR. THE REMAINING X-MEN RACE HOME LOOKING FOR CHARLES XAVIER IN HOPES OF PINPOINTING THEIR PRECISE LOCATION FOR EXTRICATION.
STILL NO ANSWER. CEREBRO JUST ISN'T AS EFFECTIVE WITHOUT HIS MIND TO DIRECT ITS FOCUS...
EEEEEEEEEEEEEEEEEEEEEEEE!
THE PERIMETER HAS BEEN BREACHED!
MORE ROBOTS?
NO... IT'S A MAN.

SEVEN MILLION DOLLARS' WORTH OF THE MANSION'S SECURITY ORDNANCE IS POINTED AT THE INTRUDER'S HEAD WHEN NIGHTCRAWLER OPTS TO TELEPORT OUT AND ASSESS THINGS CLOSER.
Gone...
Charles is gone...
DR. PETER CORBEAU. BILLIONAIRE INVENTOR, C.E.O., AND ASTRONAUT AT STARCORE, THE WORLD'S FIRST COMMERCIAL SPACEFLIGHT ORGANIZATION.
XAVIER NEVER MENTIONED ME? I'M THE GUY WHO GOT NICK FURY OFF YOUR BACKS...
WHERE IS THE PROFESSOR? WHAT HAPPENED?
"I'M NOT SURE HOW MUCH HE LET YOU KNOW, BUT CHARLES HAS BEEN HAVING TROUBLE. HIS MIND... HE DOESN'T SLEEP. HALLUCINATIONS...
"I THOUGHT SOME TIME OFF AT MY PROPERTY IN THE BAHAMAS WOULD DO HIM GOOD."
"IT ALL HAPPENED IN SECONDS...
"I SAW THE SENTINEL ENGAGE A SOLAR SHIELD WHEN IT FLEW OFF WITH XAVIER..."
SPACE TRAVEL IS THE ONLY USE FOR THOSE KINDS OF PROTECTIONS. GRAB THE PORTABLE CEREBRO, PACK YOUR THINGS AND LET'S GO GET YOUR TEACHER.
IT TAKES NO MORE PRODDING TO GET THE X-MEN ON BOARD.

CEREBRO IS PICKING THEM UP.
THIS DECOMMISSIONED SHIELD SPACE STATION IS FASTENED TOGETHER WITH 30-YEAR-OLD NUTS AND BOLTS. BYPASSING ITS RADAR DETECTION IS TRIVIAL. RESIDUE OF BATTLE IS VISIBLE UPON ENTRY.
HOLY MOLY!
DO YOU HEAR THAT?
STEPHEN LANG ADOPTED THE BASE FOR HIS CABAL, THE RIGHT, TO PERFORM ATROCITIES ON MUTANTS FAR FROM THE PRYING EYES OF ANY TERRESTRIAL ADVERSARIES.
LANG SMILES BECAUSE HE KNOWS HIS SHADOW ORGANIZATION HAS THE POWER TO MANIPULATE FACTS AND MAKE HIM A MARTYR.
GIT OUTTA MY MIND, RED!
JEAN!
WHAT LANG DOESN'T REALIZE IS THAT HE'S ALWAYS BEEN REGARDED AS A PAWN BY THE RIGHT'S MORE SENIOR MEMBERS.
ALL ACTIVE X-MEN ARE UP THERE WITH STEPHEN.
THEN FLICK THE SWITCH, HODGE.
25
24
23
15
14
13
12
11
10
09
08
02
01
DEATH TO MUTIES!

BAD NEWS! THAT BLAST IS LEAKING RADIATION INTO THE COCKPIT. I'M AS GOOD AS COOKED OUT THERE...
ONE OF YOU SUPER-TYPES MIGHT SURVIVE IT, BUT DO ANY OF YOU HAVE EXPERIENCE FLYING A BUGGY LIKE THIS?
WELL, I'LL BORROW YOUR EXPERTISE, DR. CORBEAU. APOLOGIES FOR ANY ERRANT THOUGHTS I MAY ABSORB.
WHAT? JEAN, DON'T DO IT!
IT'S THE ONLY WAY, SCOTT. DON'T WORRY, I CAN PLUG THE RADIATION FROM THE CONSOLE TELEKINETICALLY. NOW, BACK OFF.
BACK IN THE SHUTTLE'S PROTECTIVE "LIFE-CELL."
CYCLOPS IS OUT COLD.
MY KINDA GIRL.
JEAN GREY LIED TO THE TEAM ABOUT THE EXTENT OF HER TELEKINETIC ABILITY.
TWENTY-SEVEN MINUTES TO EARTH.
NOT LONG AT ALL...
...JUST THE REST OF YOUR LIFE.
SHE IS STRICKEN BLIND ALMOST IMMEDIATELY.
THEN HER HUMORS BOIL AND EVAPORATE...
JEAN'S CELLS BEGIN TO DIVIDE AT A RAPID PACE...
HER ATOMS SPLIT, YET SHE DOESN'T WAIVER IN HER MISSION.

JUST BEFORE JEAN DISINTEGRATES, THE PHOENIX STRIKES A BARGAIN.
IN MOST WAYS IT'S A ONE-SIDED BARGAIN...
...BUT JEAN ISN'T IN THE POSITION TO NEGOTIATE TERMS...
... AND THEN SHE RESTS...
AT FIRST, THE X-MEN FELT THE SKID OF A KENNEDY AIRPORT RUNWAY, THEN THE SENSATION OF SKIPPING LIKE A STONE ACROSS JAMAICA BAY...
...THEN BLACK, COLD NOTHING...
> gasp <
JEAN ?!
JEAN?
>GASP<
JEAN! WHERE'S JEAN?
SCOTT... THE CRASH... THE RADIATION...
I WAS THE LAST ONE OUT.

SHE IS NO LONGER THE WOMAN THEY KNEW. SHE IS **FIRE**! SHE IS **LIFE INCARNATE**!
I...
...AM...
PHOENIX!
THE SPECTACLE IS SHORT-LIVED AS **PHOENIX** FIZZLES OUT LIKE A CHEAP MATCH.
JEAN!
PROFESSOR? TH-THE **PHOENIX**?
... A SLEEPING DRAGON.
THE ENTIRE GALAXY KNOWS WHAT JUST OCCURRED, INCLUDING **D'KEN**, THE EMPEROR OF THE **SHI'AR**.
...GET **GALACTUS** ON THE HOLOTRON...
...HE'LL BE INCLINED TO HELP ME DESTROY **PHOENIX** ONCE HE FINDS OUT I'LL OBLITERATE HIS FOOD SUPPLY, THE PLANETS OF THE UNIVERSE, IF HE DOES NOT COMPLY.
INDEPENDENT OF **D'KEN**, A SEPARATE **SHI'AR** VESSEL HAS DESIGNS ON REACHING THE **PHOENIX** AS SOON AS CAN BE.

PHOENIX BAFFLES THE MINDS OF THE MOST EXPERIENCED DOCTORS, AS SHE'S THE HEALTHIEST PERSON THEY'VE EVER ENCOUNTERED, BUT IT'S UNKNOWN IF SHE'LL WAKE UP WITHIN THE DAY, WEEK, MONTH OR YEAR.
THE REST OF THE TEAM IS FORCED TO TAKE MANDATORY LEAVE, CHOOSING CASSIDY KEEP, BANSHEE'S FAMILY CASTLE IN IRELAND, TO PROCESS ALL THAT'S HAPPENED IN THE PAST WEEK.
UH DINNAE KNOW THOSE CLAWS WERE PART OF YER BODY, LOGAN.
YA NEVER ASKED, IRISH.
IT TURNS OUT BLACK TOM CASSIDY WANTED TO SNUFF OUT SEAN CASSIDY (BANSHEE) TO BECOME THE SOLE HEIR OF THE ESTATE. HE IS QUICKLY INCAPACITATED BY THE X-MEN.
YOU'RE UNDER ARREST... AGAIN.
YE DON' THINK IT'LL BE THAT SIMPLE, DO YE?
THE TRICK UP BLACK TOM'S SLEEVE TAKES THE SHAPE OF A TWO-TON JUGGERNAUT.
TOO BAD CHARLIE AIN'T HERE.
GREAT WORK, LADDIE.
...dead?
NO...
CAN'T MOVE...
TRAPPED!
HELP! GET ME OUT!
RELEASE ME!
"EMPEROR D'KEN, WE HAVE DEPLOYED THE TRACTOR BEAM ON THE ROGUE VESSEL."

ONCE THE STRAY SPACE CRUISER IS TOWED ABOARD THE ROYAL MOTHERSHIP, SHI'AR INFANTRYMEN SEARCH THE CRAFT HIGH AND LOW...
EMPEROR D'KEN, SHE ISN'T HERE, I'M AFRAID...
SLIPPERY WENCH!
AT NEARLY THE SAME MOMENT, PHOENIX IS MAINTAINING THE ACT OF RECUPERATION AMONG JEAN GREY'S FRIENDS AND FAMILY.
...I ALWAYS WANTED TO VISIT IRELAND...
DON'T GET UP, JEAN.
...I'M SAD I MISSED IT. ANYONE ELSE LIKE A REFILL?
HUH?
YOU!
GALACTUS LENDS HIS NEW HERALD, FIRELORD, TO D'KEN'S CAUSE...
PHOENIX DIES TODAY.
D'KEN KNOWS IT'S IMPOSSIBLE TO DEFEAT PHOENIX IN HER CONSCIOUS STATE. THIS BATTLE PROVIDES A SMOKE SCREEN FOR THE TRUE MISSION...
LILANDRA!
ERASING EXISTENCE WOULDN'T BE FUN FOR D'KEN IF HE COULDN'T FIRST GLOAT IN FRONT OF HIS SISTER.
FIRELORD FLIES BACK TO HIS MASTER'S SIDE.
WHO IS THE BROAD, CHUCK?
SHE'S... IMPORTANT... GO GET HER!
JEAN, HOW ARE YOU DOING THIS?
HURRY! I CAN'T HOLD IT OPEN MUCH LONGER.
OUR COSTUMES?
MEIN GOTT!

THE STRONGEST WARRIORS OF THE SHI'AR EMPIRE THINK IT'S A NOBLE, PATRIOTIC ACT TO PROVIDE A FRONT-LINE PHALANX BETWEEN THE X-MEN AND THEIR EMPEROR.
NONE OF THEM SUSPECT THAT D'KEN PLANS TO END ALL OF CREATION NOW THAT HE CAN'T POSSESS DOMINION OVER THE PHOENIX FORCE.
SHI'AR PROPAGANDA PREVENTS ITS CITIZENS FROM KNOWING THAT THE M'KRAAN CRYSTAL IS THE HEART OF OUR UNIVERSE AND THE KEY TO ITS DEMISE.
THE STARS ARE NEARLY IN ALIGNMENT FOR CREATING THE TRIGGER TO DETONATION.
NOT ONLY ARE THE X-MEN GROSSLY OUTNUMBERED, BUT THE DENSE GRAVITY MAKES IT HARD TO MOVE, LET ALONE FIGHT.
THANKFULLY, A BAND OF PIRATES, THE STARJAMMERS, HAVE A VERY GOOD IDEA OF WHAT D'KEN IS PLANNING ON THIS BARREN WORLD.
THE MORE THE FIGHTING CONTINUES, THE CLOSER D'KEN IS TO DRIVING THE FINAL NAIL INTO OUR COFFIN.
IN THE END, EVEN THE OMNIPOTENT PHOENIX DOESN'T REACH THE SHI'AR DESPOT IN TIME.

BLINK!

ANNIE!
YOU'RE NOT JEANNIE! YOU FAKER!
WHAT IS THIS?
I PUT US INSIDE THE M'KRAAN CRYSTAL. NOTHING ELSE EXISTS.
SOMEHOW, I THINK I CAN REBUILD THE UNIVERSE...
I'M GOING TO NEED ALL OF YOUR HELP...
YOU MUST BE WARNED..
IT'S GOING TO TAKE US AN ETERNITY...
AND WE'LL FEEL EVERY SECOND...
BUT, THANKFULLY..
TIME DOESN'T EXIST YET...
IT TAKES PHOENIX SEVEN BILLION YEARS TO RE-CREATE THE UNIVERSE, ATOM BY ATOM. THIS IS HALF THE TIME IT TOOK HER THE FIRST GO-AROUND...
WE'RE... BACK.
CHARLEY!
HOW LONG WERE WE GONE?
TEN MINUTES, PERHAPS.
JEAN, YOUR TEACHER TOLD US EVERYTHING.
HAVE YOU... ALWAYS READ OUR MINDS?

ONE CAN IMAGINE THAT THE ACT OF ASSEMBLING ALL OF CREATION WOULD BE A TREMENDOUSLY DRAINING ENDEAVOR.
HELLO, JEAN.
ONE COULD ALSO IMAGINE THE WEARINESS AND PARANOIA OF THOSE WHO MAY BE IN CLOSE CONTACT WITH SUCH A GOD.
THE KID'LL BE FINE, ONE-EYE.
NO ONE IS ASKING YOU...
...LITTLE MAN!
STRIKE TWO!
NO ONE'S COVERING SECOND!
THE ODOR OF SULFUR AND BRIMSTONE PERMEATES THE FIELD.
BAMF!
OUT!
GRRRRR!
THAT'S A GOOD GIRL.
LOOK DEEP INTO MY EYES.
SECONDS LATER MESMERO WALKS HIS PUPPET OUTSIDE.
JEAN! STEP AWAY FROM HIM!

NOW THAT D'KEN IS OUT OF THE PICTURE, WHEN DO YOU EXPECT YOU'LL TAKE OVER LEADERSHIP OF THE SHI'AR, LILANDRA?
THERE IS MUCH BUREAUCRACY THE SENATE MUST SORT OUT BEFORE I TAKE MY RIGHTFUL PLACE.
UGH!
RIGHT NOW, I JUST PLAN TO CONTINUE THIS MAGICAL EXPERIENCE WITH YOU, HERE ON EARTH.
THERE'S TROUBLE AT THE SCHOOL!
...HENRY, I KNOW THE AVENGERS ARE KEEPING YOU BUSY THESE DAYS...
...BUT WITHOUT YOUR POWERS OF DEDUCTION I FEAR WE'LL NEVER SEE THE X-MEN ALIVE EVER AGAIN.
SAY NO MORE, PROFESSOR...
...I PROMISE TO EMANCIPATE OUR COMRADES. I JUST HOPE THEY DON'T ASSAIL MY POSTERIOR UPON RETRIEVAL. IT'S UNLIKELY THEY'LL RECOGNIZE MY VISAGE SINCE THE ACCIDENT.
THANK YOU, HANK.
HENRY McCOY, THE BEAST, DOES IN FACT LOCATE THE X-MEN IN RECORD TIME, HOWEVER...
OOF!
NO NEED TO ADD SALT IN THE WOUND, MESMERO.
YES, SIR.
W-where are we?
>ZZZZZ<
>ZZZZ<

LOCK THEM UP FOR THE EVENING, MESMERO.
MAGNETO HAS NO EXPERIENCE WITH THESE NEW X-MEN. HE'S UNAWARE OF STORM'S MASTER-FUL LOCK-PICKING ABILITY.
WON'T... BUDGE...
MAY I TRY?
HUH?
MAGNETO TRIPS A FAIL-SAFE MECHANISM BEFORE HE ESCAPES...
THE CEILING IS LEAKING...
LAVA!
THE HIDEOUT, BUILT UNDERNEATH A VOLCANO, COMES CRASHING DOWN WITH SEISMIC INTENSITY.
THIS HEAT... CAN'T BREATHE...
JEAN!
SCOTT!
LOSING... CONSCIOUSNESS....
FEARING HER TEAMMATES ARE CRUSHED OR LIQUEFIED, PHOENIX IS DETERMINED NOT TO LOSE ANY MORE FRIENDS ON THIS DAY.
BEAST HOPES TO RECIPROCATE AFTER PHOENIX EXHAUSTS HERSELF FROM STRAINING HER POWERS TO THEIR LIMIT.

YOU DO KNOW THE VALUE OF MY TIME, CORRECT, MASTERMIND?
OUR SPYWARE PICKED UP SOMETHING INTERESTING.
MASTERMIND PLAYS THE TAPE JUST AFTER THE AVENGERS QUINJET DROPS BEAST AND PHOENIX OFF AT THE MANSION.
IT'S THE PART WHERE XAVIER RECEIVES UPDATES ON THE FATE OF THE OTHER X-MEN.
"THERE IS NOTHING FOR ME HERE ANY LONGER, JEAN. I'LL BE JOINING LILANDRA WHEN SHE TAKES HER THRONE."
"I'M... 'NOTHING' TO YOU, PROFESSOR?"
DID... I JUST WITNESS THE DEATH OF THE X-MEN?
I HAVE PLANS FOR JEAN GREY. ALLOW ME TO EXPLAIN ...
THE X-MEN ARE, IN FACT, STILL VERY MUCH ALIVE, HAVING BEEN SPIT FROM THE VOLCANO INTO THE SAVAGE LAND.
FROM THE ANTARCTIC, THEY WERE LUCKY ENOUGH TO BE SPOTTED BY A SHIP FULL OF JAPANESE EXPLORERS...
MARIKO ...
THERE IS A SNAG IN CANADA ON THEIR WAY BACK TO THE STATES. ALPHA FLIGHT CONSIDERS WOLVERINE TO BE GOVERNMENT PROPERTY...
I DON'T THINK SO, BUB!
WHILE THE X-MEN TRAVERSE THE EARTH, THE CORONATION OF LILANDRA AS MAJESTRIX OF THE SHI'AR BRINGS NEW HOPE FOR THE GALAXY.
CHARLES HAS PLENTY OF TIME TO HIMSELF WHILE HIS LOVER IS BUSY GOVERNING...
WHICH WAY TO THE GRAND LIBRARY?
MEATBAGS CAN READ? HAW HAW!

MUIR ISLAND MUTANT RESEARCH FACILITY, THE HERMIT KINGDOM OF MOIRA MACTAGGERT.
READY WHEN YOU ARE, JEANNIE.
JAMIE MADROX, THE MULTIPLE MAN, COULD HAVE BEEN AN AVENGER BUT HE'S CHOSEN TO STAY AND HELP MOIRA.
SHE'S OFF THE BLOOMIN' CHARTS!
AAARGH!
JAMIE? WHAT IS IT?
ONE OF MY DUPLICATES...
"...HE'S JUST BEEN MURDERED... I FELT IT, MOIRA... EVERY BIT OF IT..."
JEAN'S ENERGY BURST SHORT-CIRCUITED THE SECURITY MECHANISMS OF THIS WARD! MUTANT X HAS ESCAPED!
DEEP WITHIN THE ARCHIVES OF THE SHI'AR LIBRARY, CHARLES XAVIER DISCOVERS MY TESTIMONY ABOUT HOW PHOENIX RE-ENGINEERED THE UNIVERSE.
IT WILL BE... IMPOSSIBLE FOR THIS TO END WELL...

BEAST IS TYING UP SOME LOOSE ENDS AT THE X-MANSION WHEN HE RECEIVES AN SOS FROM DR. MacTAGGERT.
I'LL SUMMON THE AVENGERS TO ASSIST AS WELL!
WHY CALL THE NAVY WHEN YOU CAN HAVE A BAND OF PIRATES?
SCOTT! I THOUGHT YOU WERE...
I'LL FILL YOU IN WHEN WE'RE IN THE SKY!
BLACKBIRD IS FUELED UP!
PHOENIX NEUTRALIZES THE PROBLEM BEFORE THE X-MEN MAKE IT TO MUIR ISLAND.
I--I'M SORRY, MOIRA. HE... HE WAS... YOUR SON?
WAS IT NECESSARY TO INVADE HIS BRAIN BEFORE NUKING HIM?
NICE WORK, RED!
PHOENIX DOESN'T QUITE RECOGNIZE HER TEAMMATES AT FIRST.
I TOOK NO PLEASURE IN THIS.
LET'S GO HOME, JEAN.

LILI'S CAFE...
...NO TELLING IF PROFESSOR X WILL EVER CONTACT US OR COME BACK TO EARTH?
I'VE NEVER SEEN HIM SO DEVASTATED. HE WAS A BROKEN MAN.
I NEED ANOTHER CUP...
JEAN? IS IT?
IT IS! FANCY SEEING YOU AGAIN!
JASON!
I CONFESS I'M IN A HURRY, BUT, PERHAPS OUR THIRD ENCOUNTER SHALL BE THE CHARM.
I MET HIM NEAR MUIR ISLAND. I'M NOT SURE HOW I KNOW IT, BUT HIS NAME IS JASON WYNGARDE.
BACK AT THE MANSION, CEREBRO IS PINGING TWO NEW ALPHA-LEVEL MUTANTS WHO MATCH OR EXCEED THE POWERS AND ABILITIES OF THE X-MEN.
ONE IS UNCOMMON. TWO IS A SINGULAR EVENT...
I KINDA HOPE THEY'RE BAD GUYS.
THE INNER CIRCLE OF THE HELLFIRE CLUB SIPHONS THIS INFORMATION FROM THEIR MALWARE TROJAN HORSES.
UNPOLISHED GEMS!
IT SHOULD BE EASIER TO OBTAIN AND MONETIZE THEIR DNA THAN THE X-MEN.
SPARE NO EXPENSE TO MAKE SURE WE GET TO THEM FIRST.

DAYS LATER IN THE WINDY CITY OF CHICAGO:
MRS. PRYDE, KATHERINE WOULD BE A SHINING STAR AT FROST GIRLS ACADEMY...
WE'LL THINK THINGS OVER. THANK YOU.
THE WHITE QUEEN OF THE HELLFIRE CLUB IS DELIVERED A JOLT OF URGENCY UPON HER EXIT.
THAT'S THE ADDRESS.
HMRUMPH...
KATHERINE "KITTY" PRYDE BECOMES ENCHANTED WITH THE XAVIER SCHOOL PITCH RIGHT AWAY.
SHHH...
COOL!
BEFORE THE X-MEN HEAD BACK TO NEW YORK, THEY'RE ALLOWED TO SAY "GOODBYE" TO KITTY BY TREATING HER TO DESSERT.
I LIKE YOUR ACCENT.
MUTANTS COME FROM ALL OVER, KATYA.
HMMM?
WAIT FOR MY SIGNAL, BOYS.
EXIT
THIS IS THE FIRST TIME KITTY'S MUTANT ABILITY ACTUALLY COMES IN HANDY.
OOF!
NO NEED FOR THE KID NOW.
JUST BEFORE THE KIDNAPPERS PULL AWAY...
HOW CAN I HELP?
Kitty...

A MANHATTAN NIGHTSPOT DURING THE SAME TIME AS THE EVENTS IN CHICAGO.
JEAN, CAN YOU PINPOINT THE MUTANT?
ALMOST THERE.
SCOTT!
ALISON BLAIRE'S STAGE NAME IS DAZZLER...
OKAY, MY PET MONSTERS...
...IF YOU WANT IT, YOU GOT IT!
...THE NAME FITS HER MUTANT ABILITY.
THE PERFORMANCE LEAVES EVERYONE IN A DAZE EXCEPT CYCLOPS, THANKS TO HIS RUBY-QUARTZ SUNGLASSES.
HAVE YOU EVER THOUGHT ABOUT USING YOUR POWERS FOR THE GREATER GOOD?
NO THANKS, JACK. I'M A ROCK STAR.
SCOTT SUMMERS AND THE PHOENIX WERE APART MAYBE TEN MINUTES BEFORE...
WYNGARDE!
NIGHTCRAWLER JUST ENDED AN EMERGENCY TRANSMISSION FROM A VERY DISTRAUGHT KITTY PRYDE.
WHERE'S JEAN? WE MUST GO.
THE X-MEN HAVE BEEN CAPTURED.

CEREBRO GUIDES SCOTT AND PHOENIX TO FROST ENTERPRISES HEAD-QUARTERS, THE LOCATION OF THEIR KIDNAPPED COMRADES...
ONCE INSIDE...
OVER HERE, SCOTT.
COME ON OUT, LITTLE ONE...
WE'RE HERE TO HELP.
AFTER KITTY PRYDE FINISHES HYPERVEN-TILATING...
I WAS ONLY ABLE TO FREE THE LITTLE GUY WITH THE CLAWS BEFORE I HAD TO RUN AND HIDE.
OH...
NO!
WHEN KITTY IS SECURED BACK INTO HER HIDING PLACE, A TRAIL OF BLOOD LEADS THE WAY.
Kill me...
JESUS!
A LIFETIME OF MEMORIES FLASH WITHIN THE DYING MAN'S BRAIN.
PHOENIX JUST PARSES THE RELEVANT STUFF...
THE HELL-FIRE CLUB?
SCOTT... THIS GUY...
...BUGGED THE MANSION!!
EMMA FROST MAKES AN UN-SEEN ESCAPE, BUT SHE MAY STILL BE IN DANGER...
LET'S GET OUR STORY STRAIGHT BEFORE SHAW STARTS INTERROGATING US...

WHILE THE XAVIER SCHOOL IS BEING SWEPT FOR SURREPTITIOUS SURVEILLANCE EQUIPMENT, THE X-MEN TAKE REFUGE AT ONE OF WARREN WORTHINGTON'S MANY MANSIONS.
...BUT, AIN'T THE HELLFIRE CLUB JUSSA BUNCHA BORED, KINKY YUPPIES LOOKIN' FER JOLLIES?
I COULD HAVE PROBABLY GOTTEN MORE INFORMATION IF YOU WOULD HAVE LEFT A SURVIVOR OR TWO, LOGAN.
HA HA...
WELL, RED, YOU KNOW I'M THE BEST THERE IS AT WHAT I DO. BUT WHAT I DO ISN'T... HUH?
JEAN! WHAT'S GOTTEN INTO YOU? YOU'VE NOT BEEN ACTING YOURSELF.
WHERE WAS I? OH, YES, THE HELLFIRE CLUB...
AH!
HOLD ON, BEAST IS ABOUT TO CALL US AND REPORT THAT HE'S LOCATED ALL THE SPYWARE BACK HOME.
BRIIING BRIING!
UH... YES?
HI, WARREN. IT'S HANK...
JEAN?

WEEKS LATER IN, NEW YORK CITY...
I DON'T LIKE THIS, SCOTT.
THEY ALREADY KNOW WE'RE ONTO THEM, ORORO.
BESIDES, THIS PARTY IS OPEN TO ANYONE WHO CAN AFFORD THE $1,000 PER PLATE TICKET.
YOUR COAT, MADAM?
DIRECTLY UNDERNEATH THE FESTIVITIES...
THEY GOTTA BE INSIDE BY NOW. GIMME A BOOST, ELF.
THE HELLFIRE CLUB, AN ELITIST, ARISTOCRATIC ORGANIZATION FOUNDED BACK WHEN NEW YORK WAS CALLED NEW AMSTERDAM.
IS THAT SENATOR KELLY ?
I FEEL SO EXPOSED.
WELL, MASTERMIND. LET'S SEE IF THERE'S ANY SUBSTANCE TO ALL YOUR BLUSTER.
MAY I HAVE THIS DANCE, M'LADY ?
THESE KINDS OF HALLUCINATIONS HAVE BECOME MORE AND MORE FREQUENT FOR PHOENIX.
DON'T WORRY, STRANGER, WE'RE ALL FRIENDS HERE. NOW COME AND SHAKE YOUR TAIL FEATHER.
WAIT, PLEASE.
JEAN ?
THIS WAY, MY QUEEN.

FOR A SPLIT-SECOND JASON WYNGARDE LETS DOWN HIS PSYCHIC SHIELD TO TAUNT SCOTT SUMMERS...
MASTERMIND?
Oh my ...
JEAN?
JEAN!
HE'S INSIDE YOUR HEAD!
ONCE UPSTAIRS...
AARGH!
THE THOUGHTS OF PHOENIX ARE NOW COMPLETELY DIVORCED FROM REALITY. FOR ALL SHE KNOWS SHE JUST DISPATCHED AN INTRUDER WHO THREATENED HER VIRTUE...
THE BASEMENT COMMAND CENTER OF THE HELLFIRE CLUB...
DO YOU HEAR SOMETHING, LELAND?
KEEP QUIET, PIERCE...

NOT MUCH OF A CHALLENGE, EH, MEIN FREUND?
DON'T LET THE SILENCE FOOL YA, ELF.
>Sniff Sniff< C'MON OUT NOW, YA NERDS.
DONALD PIERCE STUDIED NIGHTCRAWLER LONG ENOUGH TO DEVELOP A TECHNOLOGY TO PREVENT TELEPORTATION.
UNFORTUNATELY FOR PIERCE, MONEY CAN'T BUY ANYTHING THAT CAN STAND UP TO WOLVERINE'S ADAMANTIUM CLAWS.
NO MORE OF THIS...
RUNT!
GETTING... HEAVY...
WOLVERINE LEARNS THAT HARRY LELAND HAS THE ODD MUTANT ABILITY TO INCREASE THE WEIGHT OF ANY PERSON OR OBJECT HE RESTS HIS EYES UPON.
UPSTAIRS, COLOSSUS AND STORM DON'T FARE MUCH BETTER AGAINST SEBASTIAN SHAW IN THEIR ATTEMPT TO AID CYCLOPS.
EVERY BLOW COLOSSUS LANDED INCREASED SHAW'S MUTANT STRENGTH BY A FACTOR OF FIVE.
FLICK!

WHEN THE DUST SETTLES, THE INNER CIRCLE OF THE HELLFIRE CLUB REJOICES IN MASTERMIND'S PSYCHIC ACCOMPLISHMENTS OVER PHOENIX.
ALL HAIL OUR NEW BLACK QUEEN!
HERE, HERE!
IF I RECALL CORRECTLY, WE SEEM TO BE DOWN ONE PEASANT.
WHAT DID THEY DO TO YOU?
A CASUALTY, M'LADY. EVEN AN ABNORMAL HEALING FACTOR CAN'T HELP A MAN BREATHE UNDERWATER.
I'VE COMMANDED THREE OF OUR FINEST SOLDIERS TO MAKE SURE THAT LELAND IS CORRECT.
I DIDN'T THINK THIS WAS PART O' THE GIG WHEN I SIGNED UP.
THE PAY IS RIGHT THOUGH. EH, COLE?
MACON, REESE, SHUT UP. LET'S FIND THIS CARCASS AN' GET OUTTA THIS STINK HOLE.
SNIKT!
COLE!
ULP...
ARGHH!
A JAPANESE PARTYGOER WANDERS DOWN A LITTLE TOO LATE. SHE'S BEEN TRACKING WOLVERINE FOR YEARS AND HAS NEVER BEEN THIS CLOSE...
help...
My guts...
So cold...

UP TO THIS MOMENT, PHOENIX'S DELUSIONS WERE ONLY SHARED WITH MASTERMIND.
A DELETERIOUS LOT, TO BE SURE. HMM, JASON? HA HA HA.
ALLOW ME TO DISPOSE OF THE DREGS, MY QUEEN.
SNAP OUT OF IT, JEAN!
NOW, IN ORDER TO COMPLETELY OWN THE SOUL OF PHOENIX, MASTERMIND MUST PSYCHICALLY DESTROY HER LAST TETHER TO REALITY.
NO VISOR?
WHERE AM I?
WYNGARDE!
I'VE TASTED YOUR WOMAN'S ENTIRE CONSCIOUSNESS...
IT WAS DELICIOUS. HA HA!
YOU COULDN'T BELIEVE THE FANTASIES SHE'S HAD ABOUT ME WHILE THE TWO OF YOU EMBRACED.
CYCLOPS!
WHAT HAPPENED?
MPHR!
WYNGARDE DOESN'T REALIZE THAT HIS TACTIC ACHIEVES THE DIRECT OPPOSITE RESULTS HE WAS HOPING FOR...
...PUTTY IN OUR HANDS, SHAW.
SPLENDID.

THE PARTYGOERS HAVEN'T A CLUE ABOUT WHAT'S HAPPENING ABOVE AND BELOW THEM AS INTOXICATION AND SUPERFICIAL CONVERSATION CREATE AN ALMOST IMPENETRABLE WHITE NOISE...
SENATOR KELLY, YOUR CAR IS AMAZING!
I KNOW. HA HA.
WHAT'S THE DIFFERENCE BETWEEN A 4.0 LITRE AND A 4.6, THOUGH?
ABOUT 30 TO 40 GRAND. HA HA HA...
HUH?
LOOK OUT!
WHEN PHOENIX REGAINED HER SENSES, THE FIRST MOVE WAS TO BOLSTER CYCLOPS' SHATTERED CONSTITUTION.
WYNGARDE, YOU BASTARD...
SHAW!
EMERGING FROM THE BASEMENT INTO THE MAIN BALLROOM...
A MUTANT TERRORIST! RUN!

NIGHTCRAWLER REGRETS PREVENTING DONALD PIERCE FROM RACING DOWN THAT HOLE AFTER SEBASTIAN SHAW...
THE WHITE QUEEN HAS READIED THE CHOPPER FOR OUR ESCAPE, PIERCE! HURRY!
WOLVERINE'S KEEN SENSE OF SMELL BRINGS HIM CLOSER AND CLOSER TO...
...PHOENIX.
JEANNIE!
RED, YOU PICKLED THE JERK'S BRAINS!
SOMEHOW, MASTERMIND SHOOK LOOSE AN UNRESTRICTED AMOUNT OF POWER INSIDE OF PHOENIX THAT SHE FORGOT SHE POSSESSED.
ONE THING SUPERCEDES HER NARCOTIC EUPHORIA...
I HUNGER!

NO ENERGY ON EARTH COULD QUENCH HER APPETITE.
ALLOW ME TO DIGRESS...
...BUT, I WILL NEVER FORGET THE SIGHT OF HER...
EARTH'S SUN WAS EVEN TOO SMALL A MORSEL TO SATIATE HER CRAVINGS. HUMANITY HAS NO IDEA HOW CLOSE TO DESTRUCTION THEY CAME.
SHE DOESN'T THINK ABOUT THE INHABITANTS OF THIRTEEN PLANETS WHO BECOME SNUFFED FROM EXISTENCE AFTER THEIR LIFE SOURCE IS GOBBLED UP...
THE SHI'AR SAW IT ALL...
THIS COULD HAVE EASILY BEEN US, MAJESTRIX.
BEYOND GENOCIDE...
I WAS HOPING JEAN GREY'S GOODNESS WOULDN'T BECOME OVERWHELMED BY PHOENIX. >Sigh< I MUST CONSULT WITH OUR GALACTIC ALLIES IMMEDIATELY TO DECIDE ON A SOLUTION...

THE JEAN GREY BIT OF PHOENIX STILL EXISTS...
MOMMY! DADDY!
ARE YOU HOME? IT'S ME...
...THE WICKED WITCH!
JEAN...
PROFESSOR SCOTT
MY MIND IS SPLIT IN TWO
WHILE WITH THE SHI'AR, CHARLES XAVIER HAD LEARNED THAT A HOST HAS NEVER BEEN SUCCESSFULLY SEPARATED FROM PHOENIX AND SURVIVED. HE HOPES TO TAP WHAT'S LEFT OF JEAN GREY TO HELP...
WAIT... YOU'RE DOING THIS?
GET OUT OF MY HEAD!
PROFESSOR ?
CHARLIE?
JEAN, ARE YOU OKAY ?
I FEEL LIKE MYSELF AGAIN FOR THE FIRST TIME IN YEARS...

THE X-MEN PHASE INTO THE TRIBUNAL CHAMBERS OF THE SHI'AR EMPIRE'S INTERGALACTIC SUPREME COURT.
LILANDRA, PLEASE ALLOW ME TO MAKE A CASE ON HER BEHALF...
WHAT IS THIS, CHUCK?
PHOENIX IS RESPONSIBLE FOR THE WANTON DESTRUCTION OF AN ENTIRE STAR SYSTEM CONTAINING TRILLIONS OF INHABITANTS...
...TO PREVENT FUTURE CARNAGE, THE COURT'S UNANIMOUS DECISION OF JEAN GREY'S EXECUTION HAS ALREADY BEEN RULED IN ABSENTIA...
YOU'LL HAVE TO KILL ME... KILL US ALL FIRST!!!
SCOTT!
WE FIRST CHALLENGE YOU TO "ARIN'NN HAELAR," THE HONOR DUEL A SHI'AR CANNOT REFUSE!
YOU'VE LEARNED SO MUCH ABOUT MY CULTURE, CHARLES. HOWEVER, THIS IS MUCH BIGGER THAN JUST THE SHI'AR...
NEIGHBORING GALACTIC SUPER-POWERS CHIME IN...
"THE HUMANS WOULD FIGHT REGARDLESS. WE ACCEPT THEIR CHALLENGE."
"WE ALSO ACCEPT, SO LONG AS YOU SEE TO IT THAT THEY'RE NOT VICTORIOUS."
THE X-MEN GET ONE NIGHT'S REPRIEVE TO PREPARE FOR THE BATTLE OF THEIR LIVES...
I-I LOVE YOU, JEAN. SO VERY MUCH...
I KNOW.
PUNCTUALLY, WHEN MORNING COMES AROUND...

ON THE DARK SIDE OF THE MOON...
OOOF!
WHO DARES?
STOP!
THE PHOENIX ... IS STILL INSIDE ME, SCOTT. SHE IS TORMENTING ME.
I MUST STOP BEING SO SELFISH. IF SHE RE-GAINS CONTROL, THE ENTIRE UNIVERSE IS AT RISK.
WHA?
JEAN? I CAN'T MOVE! WHAT'S HAPPENING?!
I HAVE THE BLOOD OF TRILLIONS ON MY CONSCIENCE, AND THE DARK PART OF MYSELF ENJOYS IT. I'M SO SCARED.
I LOVE YOU, SCOTT...
...BUT, FOR THE GOOD OF ALL CREATION...
AAAAAH!!
NOOO!!
JEAN!
HOW COULD YOU ... >sob<

TO BE CONTINUED...

XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS

SUMMA CUM LAUDE

For their service in shaping the first 30 years of X-MEN history to make this book possible.

ART ADAMS
NEAL ADAMS
DAN ADKINS
DIANA ALBERS
KARL ALTSTAETTER
BILL ANDERSON
BRENT ANDERSON
ROSS ANDRU
TERRY AUSTIN
DICK AYERS
MICHAEL BAIR
HILARY BARTA
BRET BLEVINS
PAT BLEVINS
JOHN BOLTON
BRETT BREEDING
JUNE BRIDGMAN
SOL BRODSKY
PAT BROSSEAU
BOB BROWN
ELIOT R. BROWN
RICH BUCKLER
BOB BUDIANSKY
LOIS BUHALIS
JOHN BUSCEMA
SAL BUSCEMA
JOHN BYRNE
JANINE CASEY
JANICE CHIANG
FRANK CHIARAMONTE
CHRIS CLAREMONT
DAVE COCKRUM
JANICE COHEN
VINCE COLLETTA
MIKE COLLINS
HERB COOPER
JOHN COSTANZA
P. CRAIG RUSSELL
DAN CRESPI
KEVIN CUNNINGHAM
ALAN DAVIS
SAM DeLA ROSA
TONY DeZUNIGA
ARNOLD DRAKE
KIERON DWYER
DARYL EDELMAN
CHRIS ELIOPOULOS
MIKE ESPOSITO
JERRY FELDMANN
DANNY FINGEROTH
GARY FRIEDRICH
SUZANNE GAFFNEY
KERRY GAMMILL
FRANK GIACOIA
PETRA GOLDBERG
STAN GOLDBERG
MICHAEL GOLDEN
ARCHIE GOODWIN
AL GORDON
SAM GRAINGER
DAN GREEN
JACKSON GUICE
BOB HARRAS
DON HECK
MICHAEL HEISLER
PETER IRO
BILL JAASKA
KLAUS JANSON
GIL KANE
TERRY KAVANAGH
ANNETTE KAWECKI
JACK KIRBY
ANDY KUBERT
MORRIE KURAMOTO
BOB LAYTON
JIM LEE
STAN LEE
STEVE LEIALOHA
RICK LEONARDI
ROB LIEFELD
KEN LOPEZ
TOM MANDRAKE
KAREN MANTLO
BOB McLEOD
MIKE MIGNOLA
AL MILGROM
FRANK MILLER
FRANCOISE MOULY
PAUL NEARY
FABIAN NICIEZA
ANN NOCENTI
JIM NOVAK
KEVIN NOWLAN
GLYNIS OLIVER (WEIN)
TOM ORZECHOWSKI
TOM PALMER
RICK PARKER
BRUCE PATTERSON
GEORGE PEREZ
WHILCE PORTACIO
SUZANNE R. A. MILLER
PHIL RACHELSON
TOM RANEY
PAUL REINMAN
CLEM ROBBINS
TRINA ROBBINS
MIKE ROCKWITZ
JOHN ROMITA JR.
JOHN ROMITA
JOE ROSAS
JOE ROSEN
SAM ROSEN
WERNER ROTH
GEORGE ROUSSOS
JOSEF RUBINSTEIN
TOMOKO SAITO
GASPAR SALADINO
JIM SALICRUP
PETER SANDERSON
CHRISTIE SCHEELE
PETRA SCOTESE
MARIE SEVERIN
BOB SHAREN
JIM SHERMAN
JIM SHOOTER
BILL SIENKIEWICZ
MARC SILVESTRI
ART SIMEK
JEAN SIMEK
LOUISE SIMONSON (JONES)
WALT SIMONSON
JOE SINNOTT
PAUL SMITH
JIM STERANKO
ROGER STERN
CHIC STONE
LARRY STROMAN
TOM SUTTON
JOHN TARTAGLIONE
ART THIBERT
ROY THOMAS
MARY TITUS
ALEX TOTH
HERB TRIMPE
GEORGE TUSKA
BRAD VANCATA
JOHN VERPOORTEN
RICARDO VILLAMONTE
TOM VINCENT
MIKE VOSBERG
DON WARFIELD
IRVING WATANABE
LEN WEIN
BOB WIACEK
BONNIE WILFORD
KENT WILLIAMS
SCOTT WILLIAMS
AL WILLIAMSON
BARRY WINDSOR-SMITH
DENISE WOHL
MARV WOLFMAN
MICHELLE WOLFMAN
WALLACE WOOD
BILL WRAY
GREG WRIGHT
ANDY YANCHUS
RON ZALME

X-MEN GRAND DESIGN

ADDITIONAL READING

BY DARON JENSEN & JEPH YORK

PAGE 1

X-MEN WAS CANCELED WITH ISSUE #66 (1970). THE TITLE WAS REVIVED AS A REPRINT SERIES NINE MONTHS LATER, AND IT REMAINED THAT WAY FROM *X-MEN #67* TO *#93* (1970-75). THE TEAM'S "27 MONTHS" OF INACTIVITY, MENTIONED HERE, REFERS TO THOSE 27 REPRINT ISSUES. HOWEVER, SINCE THEY WEREN'T PUBLISHED MONTHLY, THE TITLE ACTUALLY SPENT FIVE YEARS AS A REPRINT BOOK.

IN *GIANT-SIZE X-MEN #1 (1975)*, THE X-MEN WERE REBOOTED WITH THE INTRODUCTION OF THE "ALL-NEW, ALL-DIFFERENT" TEAM, AND THE MAIN SERIES BEGAN PUBLISHING NEW STORIES AGAIN IN *X-MEN #94* (1975). MOST OF THE NEWLY RECRUITED X-MEN FIRST APPEARED IN *GIANT-SIZE X-MEN #1* (1975), THOUGH WOLVERINE FIRST APPEARED IN *INCREDIBLE HULK #180-181* (1974), AND BANSHEE WAS A FORMER FOE WHO HAD DEBUTED IN *X-MEN #28* (1967).

WARHAWK, WHO FIRST APPEARED IN *MARVEL PREMIERE #23* (1975), INFILTRATED THE X-MEN'S MANSION IN *X-MEN #110* (1978). *X-MEN #129* (1980) REVEALED THAT WHILE THERE, HE BUGGED CEREBRO AT THE DIRECTION OF THE HELLFIRE CLUB.

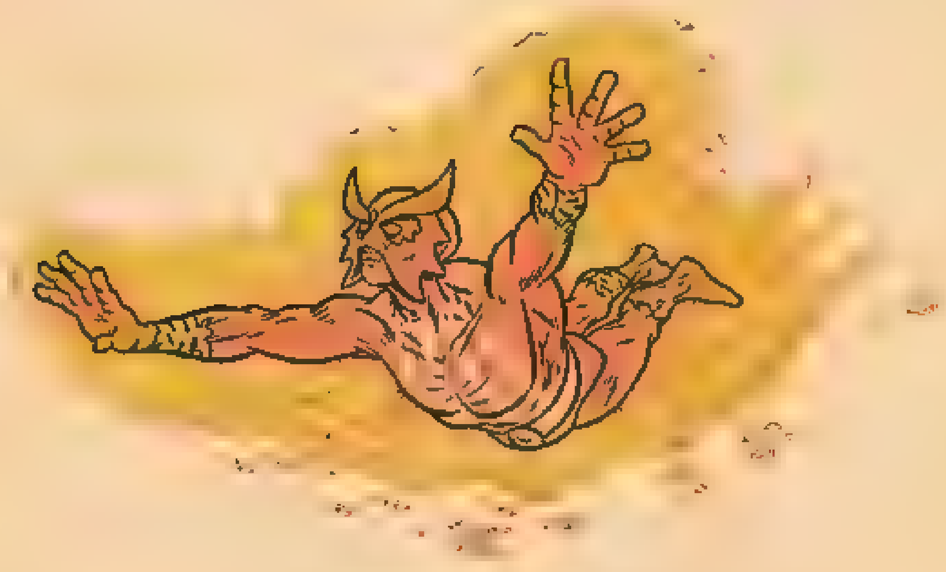
THE HELLFIRE CLUB'S INNER CIRCLE FIRST APPEARED IN *X-MEN #129* (1980), THOUGH LELAND AND PIERCE REMAINED UNNAMED AND IN SHADOW UNTIL *X-MEN #132* (1980). ASIDE FROM THE WHITE QUEEN, THE REST OF THE GROUP'S CHESS-THEMED CODENAMES WERE FIRST GIVEN IN THE *OFFICIAL HANDBOOK OF THE MARVEL UNIVERSE #5* (1983). THE INNER CIRCLE WAS ORIGINALLY MEANT TO DEBUT IN *MS. MARVEL #25* (1979), BUT THAT SERIES WAS CANCELED WITH ISSUE #23. THE UNPUBLISHED STORY EVENTUALLY SAW PRINT IN *MARVEL SUPER-HEROES #11* (1992).

PAGE 2

KRAKOA THE LIVING ISLAND CAPTURED THE ORIGINAL X-MEN, AND PROFESSOR X AND CYCLOPS RECRUITED NEW MEMBERS TO RESCUE THEM, IN *GIANT-SIZE X-MEN #1* (1975). MOIRA MacTAGGERT FIRST APPEARED IN *X-MEN #96* (1975); HER MUIR ISLAND RESEARCH FACILITY FIRST APPEARED IN *X-MEN #104* (1977) AND WAS NAMED IN *MARVEL TEAM-UP #69* (1978).

SUNFIRE FIRST APPEARED IN *X-MEN #64* (1970). WOLVERINE'S FRIEND JAMES MacDONALD HUDSON (LATER WEAPON ALPHA, VINDICATOR AND GUARDIAN) FIRST APPEARED IN *X-MEN #109* (1978). THUNDERBIRD'S BROTHER, JAMES PROUDSTAR, FIRST APPEARED IN *NEW MUTANTS #16* (1984).

PROFESSOR X'S ADVANCED WHEELCHAIR SEEN HERE IS SIMILAR TO HIS LATER HOVERCHAIR, WHICH DEBUTED IN *X-MEN (1991) #1.*



PAGES 3-4

THE NEW X-MEN'S FIRST DANGER ROOM WORKOUT TOOK PLACE IN *X-MEN #94* (1975). COLOSSUS AND WOLVERINE FIRST PERFORMED THEIR SIGNATURE MOVE, THE "FASTBALL SPECIAL," IN *X-MEN #100* (1976).

THE NEW TEAM TRAVELED TO KRAKOA, RESCUED THE ORIGINAL X-MEN AND HURLED THE ISLAND INTO SPACE IN *GIANT-SIZE X-MEN #1* (1975). SUNFIRE AND MOST OF THE ORIGINAL X-MEN QUIT THE TEAM IN *X-MEN #94* (1975). PROFESSOR X BEGAN HAVING NIGHTMARES IN *X-MEN #97* (1976); A FLASHBACK IN *X-MEN #107* (1977) REVEALED THEY WERE CAUSED BY HIS ACCIDENTAL MINDLINK WITH THE ALIEN SHI'AR PRINCESS LILANDRA NERAMANI.

PAGE 5

THE ANI-MEN FIRST APPEARED IN *DAREDEVIL #10* (1965), THOUGH GORT THE APE-MAN HAD PREVIOUSLY APPEARED IN HUMAN FORM IN *AVENGERS #12* (1965). DRAGONFLY FIRST APPEARED IN *X-MEN #94* (1975), IN WHICH THE TEAM ATTACKED NORAD'S VALHALLA BASE. THE X-MEN DEFEATED COUNT NEFARIA AND THE ANI-MEN IN *X-MEN #95* (1975), THOUGH THUNDERBIRD WAS KILLED. HIS FUNERAL WAS SHOWN IN *CLASSIC X-MEN #3* (1986).

PAGE 6

THE X-MEN MOURNED THUNDERBIRD IN *X-MEN #96* (1975), WHICH ALSO INTRODUCED STEVEN LANG AND PROJECT ARMAGEDDON. LANG'S PROJECT WAS ORIGINALLY FUNDED BY THE COUNCIL OF THE CHOSEN, THE HELLFIRE CLUB'S PREVIOUS RULING BODY, AS SHOWN IN FLASHBACK IN *X-MEN #100* (1976). COUNCIL MEMBERS FIRST APPEARED IN *POWER MAN ANNUAL #1* (1976). SEBASTIAN SHAW MURDERED THE COUNCIL AND REPLACED IT WITH HIS INNER CIRCLE IN *CLASSIC X-MEN #7* (1987).

THE RIGHT FIRST APPEARED IN *X-FACTOR #17* (1987). DAVAN SHAKARI, A SHI'AR SPY COSTUMED AS THE FICTITIOUS "ERIC THE RED," CAPTURED HAVOK AND LORNA DANE IN *X-MEN #97* (1976).

PAGE 7
SHI'AR EMPEROR D'KEN NERAMANI FIRST APPEARED IN *X-MEN #103* (1977). THE X-MEN WERE ATTACKED BY ERIC THE RED AND THE BRAINWASHED HAVOK AND POLARIS IN *X-MEN #97* (1976).

PAGE 8
PROJECT ARMAGEDDON'S SENTINELS CAPTURED BANSHEE, MARVEL GIRL AND WOLVERINE ON CHRISTMAS EVE IN *X-MEN #98* (1976).

PAGE 9
PETER CORBEAU AND STARCORE FIRST APPEARED IN *INCREDIBLE HULK #148* (1972). PROFESSOR X BEGAN HALLUCINATING THE ALIEN FIGURE FROM HIS DREAMS IN *X-MEN #102* (1976). HE WAS KIDNAPPED BY SENTINELS IN *X-MEN #98* (1976).

PAGE 10
THE X-MEN TRAVELED TO PROJECT ARMAGEDDON'S ORBITAL PLATFORM, REUNITED WITH THEIR TEAMMATES AND DEFEATED LANG AND HIS SENTINELS IN *X-MEN #99-100* (1976).

PAGE 11
THE X-MEN FLED THE DESTROYED STATION, AND MARVEL GIRL FORCED THE TEAM TO LET HER PILOT THE SHUTTLE BACK TO EARTH, IN *X-MEN #100* (1976). THE RADIATION'S GRUESOME EFFECTS ON MARVEL GIRL WERE SHOWN IN *CLASSIC X-MEN #8* (1987).

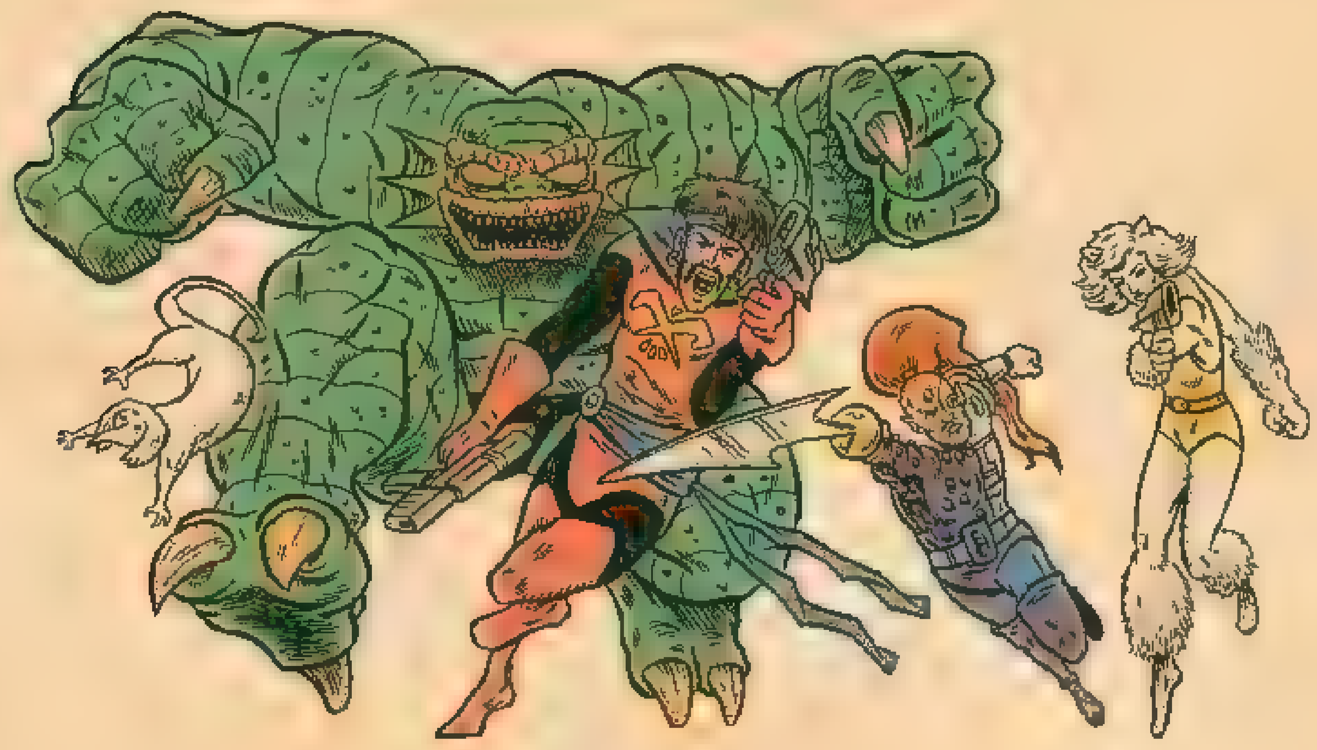
PAGE 12
THOUGH *X-MEN #101* (1976) IMPLIED THAT THE SOLAR RADIATION HAD HEIGHTENED MARVEL GIRL'S POWERS, TRANSFORMING HER INTO PHOENIX, *FANTASTIC FOUR #286* (1986) REVEALED THAT THE PHOENIX FORCE WAS A SEPARATE COSMIC ENTITY THAT HAD TAKEN ON MARVEL GIRL'S FORM AND MEMORIES AND CAME TO BELIEVE IT WAS HER. *CLASSIC X-MEN #8* (1987) EXPANDED ON MARVEL GIRL'S BARGAIN WITH THE PHOENIX FORCE.

PAGE 13
PHOENIX BURST DRAMATICALLY FROM THE WATERS OF JAMAICA BAY IN *X-MEN #101* (1976). GALACTUS FIRST APPEARED IN *FANTASTIC FOUR #48* (1966); HE LATER BATTLED THE PHOENIX FORCE IN *EXCALIBUR #61* (1993).

PAGE 14
WOLVERINE'S CLAWS WERE REVEALED TO BE PART OF HIS BODY IN *X-MEN #98* (1976). BLACK TOM CASSIDY FIRST APPEARED IN SHADOW IN *X-MEN #99* (1976) AND IN FULL IN *X-MEN #101* (1976). THE X-MEN TRAVELED TO CASSIDY KEEP AND DEFEATED BLACK TOM AND THE JUGGERNAUT IN *X-MEN #101-103* (1976-77). STORM'S CLAUSTROPHOBIA WAS REVEALED IN *X-MEN #102* (1976).

PAGE 15
LILANDRA FINALLY REACHED EARTH AND MET PROFESSOR X FACE-TO-FACE, BUT ERIC THE RED MANIPULATED FIRELORD INTO BATTLING THE X-MEN WHILE HE KIDNAPPED LILANDRA AND RETREATED THROUGH A SHI'AR STARGATE, IN *X-MEN #105* (1977). MARVEL GIRL'S PARENTS FIRST APPEARED IN *X-MEN #5* (1964). FIRELORD FIRST APPEARED IN *THOR #225* (1974).

PAGE 16
THE X-MEN TRAVELED TO THE SHI'AR EMPIRE, WHERE THEY BATTLED THE SHI'AR IMPERIAL GUARD ALONGSIDE THE STARJAMMERS IN AN ATTEMPT TO KEEP D'KEN FROM ABUSING THE UNIVERSE-ENDING POWER OF THE M'KRAAN CRYSTAL, IN *X-MEN #107* (1977). THE STARJAMMERS FIRST APPEARED IN *X-MEN #104* (1977).



PAGE 17
THE M'KRAAN CRYSTAL "BLINKED," DISRUPTING ALL OF REALITY, IN *X-MEN #107-108* (1977).

PAGE 18
AS THE M'KRAAN CRYSTAL BEGAN TO SHATTER, THREATENING TO ERASE REALITY PERMANENTLY, PHOENIX BOOSTED HER NEW COSMIC POWERS WITH THE SPIRITUAL AID OF THE X-MEN AND STARJAMMERS AND REPAIRED THE CRYSTAL'S STRUCTURE IN *X-MEN #108* (1977).

JEAN GREY'S CHILDHOOD FRIEND, ANNIE, WHO DIED IN HER ARMS, FIRST APPEARED IN FLASHBACK IN *BIZARRE ADVENTURES #27* (1981). PHOENIX REVEALED HER HEIGHTENED POWERS TO HER PARENTS IN *X-MEN #109* (1978).

PAGE 19
THE X-MEN PLAYED THEIR FIRST GAME OF BASEBALL, WHICH WOULD SOON BECOME A TRADITION, IN *X-MEN #110* (1978). MESMERO CAPTURED THE TEAM BETWEEN *X-MEN #110-111* (1978); THEIR DEFEAT WAS LATER SHOWN IN *CLASSIC X-MEN #17* (1988).

PAGE 20

LILANDRA RETURNED TO EARTH WITH PROFESSOR X IN *X-MEN #109* (1978). PROFESSOR X'S PHOTO OF THE ORIGINAL X-MEN WAS TAKEN IN *X-MEN #7* (1964). BEAST MUTATED INTO A FURRY FORM IN *AMAZING ADVENTURES #11* (1972) AND JOINED THE AVENGERS IN *AVENGERS #137* (1975). BEAST LOCATED THE X-MEN AND FREED THEM FROM MESMERO'S HYPNOSIS IN *X-MEN #111* (1978), BUT THEY WERE ALL IMMEDIATELY RECAPTURED BY MAGNETO IN *X-MEN #112* (1978).

PAGE 21

THE X-MEN BROKE FREE AND ATTACKED MAGNETO, BUT HIS VOLCANO BASE WAS DESTROYED IN THE BATTLE, AND LAVA SEPARATED BEAST AND PHOENIX FROM THE REST OF THE TEAM, IN *X-MEN #113* (1978).

PAGE 22

BEAST AND PHOENIX INFORMED PROFESSOR X OF THE X-MEN'S APPARENT DEATHS IN *X-MEN #114* (1978), AND PROFESSOR X DECIDED TO ACCOMPANY LILANDRA BACK TO THE SHI'AR EMPIRE IN *X-MEN #117* (1979). THE X-MEN, HAVING SURVIVED THE VOLCANIC COLLAPSE AFTER ALL, TRAVELED THROUGH THE SAVAGE LAND IN *X-MEN #114-116* (1978), JAPAN IN *X-MEN #118-119* (1979) AND CANADA IN *X-MEN #120-121* (1979) ON A CIRCUITOUS ROUTE HOME.

MASTERMIND'S "PLANS" FOR PHOENIX BEGAN IN *X-MEN #122* (1979). MARIKO YASHIDA FIRST APPEARED IN *X-MEN #118* (1979). ALPHA FLIGHT FIRST APPEARED IN *X-MEN #120* (1979), THOUGH PUCK AND MARRINA DID NOT DEBUT UNTIL *ALPHA FLIGHT #1* (1983).

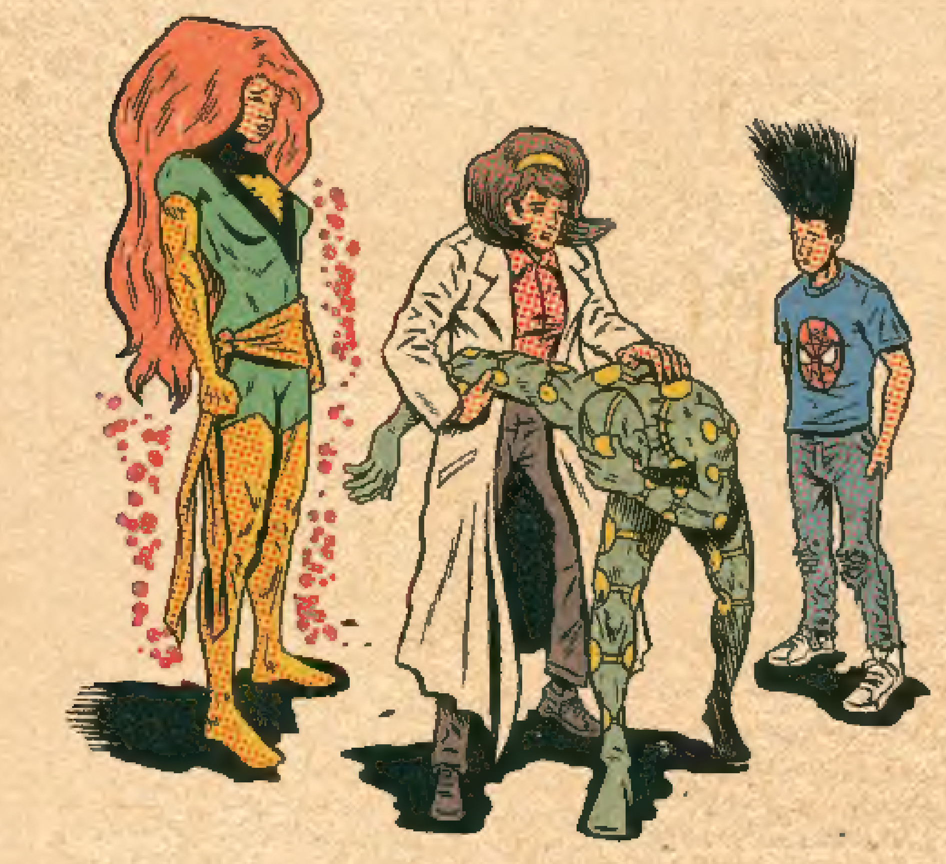
LILANDRA WAS CROWNED SHI'AR MAJESTRIX BETWEEN *X-MEN #122* AND *#125* (1979). HER AIDE, LORD CHAMBERLAIN ARAKI, FIRST APPEARED IN *X-MEN #109* (1978).

PAGE 23

PHOENIX TRAVELED TO MUIR ISLAND IN *X-MEN #119* (1979), AND MOIRA STUDIED HER HEIGHTENED POWERS IN *X-MEN #125* (1979). MULTIPLE MAN FIRST APPEARED IN *GIANT-SIZE FANTASTIC FOUR #4* (1975). "MUTANT X" ESCAPED HIS CELL IN *X-MEN #104* (1977) AND POSSESSED ONE OF MULTIPLE MAN'S DUPLICATES IN FLASHBACK IN *X-MEN #126* (1979). DAVID HALLER, PROFESSOR X'S SON, FIRST APPEARED IN *NEW MUTANTS #25-26* (1985). PROFESSOR X RESEARCHED PHOENIX'S REPAIR OF THE M'KRAAN CRYSTAL IN *X-MEN #125* (1979).

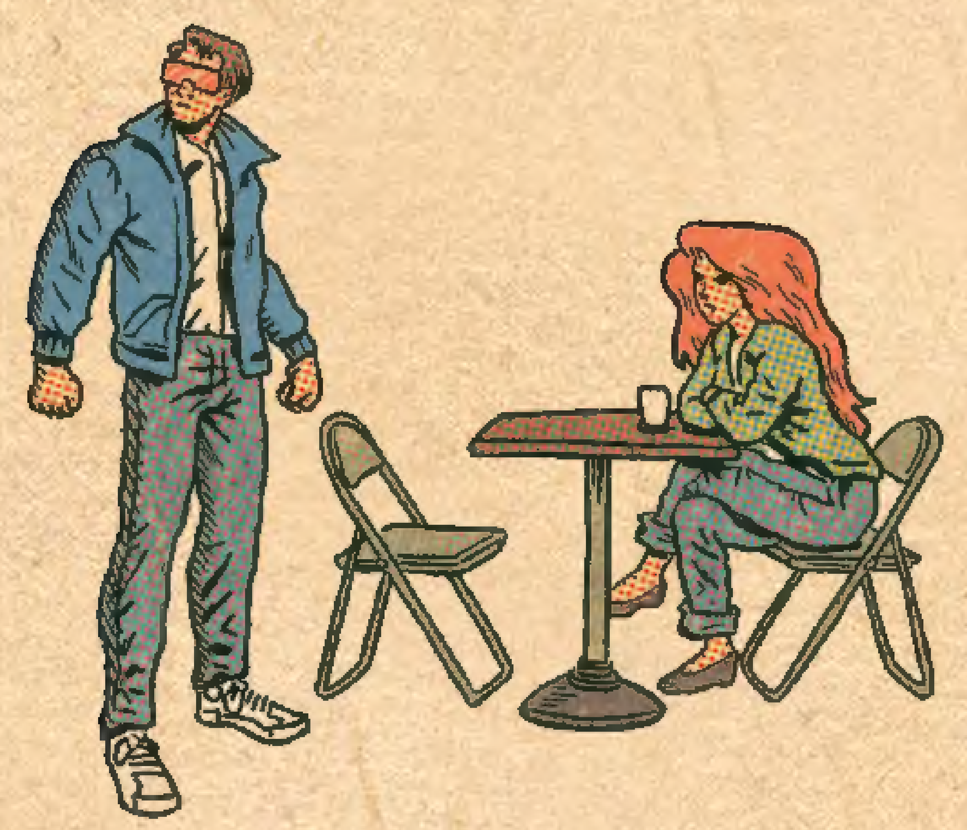
PAGE 24

THE X-MEN RETURNED HOME IN *X-MEN #122* (1979) AND REUNITED WITH BEAST IN *X-MEN #125* (1979). THE TEAM TRAVELED TO MUIR ISLAND IN *X-MEN #126* (1979), THE FIRST ON-PANEL APPEARANCE OF "MUTANT X," WHO WAS REVEALED AS PROTEUS, MOIRA MacTAGGERT'S SON. PROTEUS WAS DEFEATED IN *X-MEN #128* (1979). PHOENIX BEGAN BRIEFLY HALLUCINATING THAT SHE LIVED IN THE 18TH CENTURY IN *X-MEN #125* (1979). *X-MEN #134* (1980) REVEALED THAT MASTERMIND WAS RESPONSIBLE FOR THESE "TIMESLIP" ILLUSIONS.



PAGE 25

CYCLOPS AND PHOENIX REUNITED IN *X-MEN #126* (1979). PHOENIX ENCOUNTERED MASTERMIND, DISGUISED AS A HANDSOME MAN, IN SCOTLAND IN *X-MEN #122* (1979) – THOUGH A FLASHBACK IN *X-MEN #125* (1979) REVEALED THAT HE HAD BEEN STALKING HER IN VARIOUS FORMS FOR SOME TIME PRIOR. CEREBRO DETECTED TWO NEW MUTANTS IN *X-MEN #129* (1980).



PAGE 26

KITTY PRYDE AND HER PARENTS FIRST APPEARED IN *X-MEN #129* (1980), IN WHICH THE X-MEN WERE CAPTURED BY THE WHITE QUEEN'S HELLFIRE CLUB ENFORCERS AFTER INTERVIEWING KITTY FOR ENROLLMENT AT XAVIER'S SCHOOL.

PAGE 27

DAZZLER FIRST APPEARED IN *X-MEN #130* (1980), IN WHICH MASTERMIND USED ANOTHER "TIMESLIP" ILLUSION TO LURE PHOENIX INTO KISSING HIM. DAZZLER DECLINED CYCLOPS' OFFER OF X-MEN MEMBERSHIP IN *X-MEN #131* (1980).

PAGE 28

CYCLOPS AND PHOENIX LOCATED KITTY AND HELPED FREE THE OTHER X-MEN FROM THE WHITE QUEEN IN *X-MEN #131* (1980).

PAGE 29
SUSPICIOUS OF HELLFIRE CLUB SURVEILLANCE, THE X-MEN TRAVELED TO ANGEL'S NEW MEXICO HOME IN *X-MEN #132* (1980). PHOENIX'S GROWING "DARK SIDE" BEGAN TO WORRY THE TEAM STARTING IN *X-MEN #131* (1980).

PAGES 30-32
THE X-MEN ATTEMPTED TO INFILTRATE THE HELLFIRE CLUB, BUT WERE DEFEATED AND CAPTURED EVEN AS MASTERMIND FINISHED USING HIS "TIMESLIP" ILLUSIONS TO CORRUPT PHOENIX, MANIPULATING HER INTO BECOMING THE INNER CIRCLE'S BLACK QUEEN, IN *X-MEN #132* (1980).

PAGE 33
WOLVERINE SAVAGELY DISPATCHED THREE HELLFIRE CLUB GUARDS IN *X-MEN #133* (1980). *UNCANNY X-MEN #152* (1981) REVEALED THAT THEY SURVIVED THANKS TO CYBORG IMPLANTS GIVEN TO THEM BY DONALD PIERCE.

THE JAPANESE PARTYGOER STALKING WOLVERINE IS LADY DEATHSTRIKE, WHO FIRST APPEARED IN *DAREDEVIL #197* (1983). OBSESSED WITH AVENGING HER FATHER'S DEATH, WHICH SHE BLAMED ON WOLVERINE, SHE ALLIED WITH THE THREE GUARDS AND BECAME A CYBORG AS WELL IN *UNCANNY X-MEN #205* (1986).

PAGE 34
MASTERMIND SEEMINGLY SLEW CYCLOPS IN AN ASTRAL DUEL IN *X-MEN #133* (1980).

PAGES 35-36
SENATOR ROBERT KELLY FIRST APPEARED IN *X-MEN #133* (1980). PHOENIX REGAINED HER SENSES AND FREED THE X-MEN, WHO DEFEATED THE INNER CIRCLE WHILE SHE TOOK PSYCHIC REVENGE ON MASTERMIND – BUT HIS EARLIER INFLUENCE ULTIMATELY CORRUPTED HER, TRANSFORMING HER INTO DARK PHOENIX, IN *X-MEN #134* (1980).

PAGE 37
THE RAVENOUS DARK PHOENIX CONSUMED THE ALIEN D'BARI STAR, KILLING ITS WORLD'S INHABITANTS AS THE SHI'AR BECAME AWARE OF HER THREAT, IN *X-MEN #135* (1980).

PAGE 38
DARK PHOENIX RETURNED TO EARTH, BUT PROFESSOR X MANAGED TO DEFEAT AND PSYCHICALLY LOCK DOWN HER EVIL PERSONA IN *X-MEN #136* (1980).

PAGE 39
THE SHI'AR CAPTURED THE X-MEN AND DECREED PHOENIX'S EXECUTION, BUT THE X-MEN FOUGHT AN HONOR DUEL AGAINST THE IMPERIAL GUARD FOR HER LIFE IN *X-MEN #137* (1980). THE KREE SUPREME INTELLIGENCE FIRST APPEARED IN *FANTASTIC FOUR #65* (1967). SKRULLS FIRST APPEARED IN *FANTASTIC FOUR #2* (1962).

PAGE 40
DURING THE BATTLE WITH THE IMPERIAL GUARD, PHOENIX – FEELING PROFESSOR X'S PSYCHIC "FIX" FAILING, AND KNOWING THAT SHE WOULD SOON SUCCUMB TO EVIL ONCE AGAIN – COMMITTED SUICIDE BEFORE CYCLOPS' EYES IN *X-MEN #137* (1980).

PAGE 41
FOLLOWING PHOENIX'S FUNERAL, CYCLOPS QUIT THE X-MEN AND LILANDRA PRESENTED JEAN GREY'S PARENTS WITH A HOLEMPATHIC MATRIX CRYSTAL AS KITTY PRYDE ARRIVED AT THE MANSION TO BEGIN HER TRAINING IN *X-MEN #138* (1980). UNBEKNOWNST TO THE X-MEN, JEAN GREY'S TRUE BODY WAS RECUPERATING IN A COCOON IN JAMAICA BAY, AS REVEALED IN *AVENGERS #263* (1986) AND *FANTASTIC FOUR #286* (1986).

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